



CERTIFICATE OF MERGER

General Information

The attached Certificate of Merger (Form OBE MERGER-1) may be used for the following mergers:

- **LIMITED LIABILITY COMPANY MERGERS:** Mergers involving only limited liability companies in which one or more California limited liability companies are a party to the merger;
- **LIMITED PARTNERSHIP MERGERS:** Mergers involving only limited partnerships in which one or more California limited partnerships are a party to the merger; and
- **INTERSPECIES MERGERS:** Mergers involving “other business entities” in which one or more California corporations, limited liability companies, limited partnerships, or partnerships (other than limited partnerships) are a party to the merger. [The term “other business entity” is defined in Corporations Code sections [174.5](#), [5063.5](#), [12242.5](#), [15611\(v\)](#), [16901\(12\)](#) and [17001\(ac\)](#).]

Statutory filing provisions are found in Corporations Code sections [1113\(g\)](#) (stock corporations); [6019.1](#) (nonprofit public benefit corporations); [8019.1](#) (nonprofit mutual benefit corporations); [9640](#) (nonprofit religious corporations); [12540.1](#) (consumer cooperative corporations); [15678.4](#) (limited partnerships); [16915\(b\)](#) (general partnerships and limited liability partnerships); and [17552](#) (limited liability companies). One or more business entities can merge only if each entity is authorized by the laws under which it is organized to effect the merger.

There are a variety of filing requirements based not only on the types of entities involved in the merger, but also the domicile of the entities merging and whether or not any foreign (out of state) entities are qualified to transact business in the State of California. It is not feasible to provide information and sample documents for each set of circumstances. Documents must be drafted in accordance with applicable law, dependent upon the particular circumstances of the entities involved. Due to the complexity of merger transactions, it is recommended that the advice of private counsel, specializing in business entity matters, be sought regarding the specific needs of the merging entities.

When preparing merger documents, regardless of the type of merger, be sure the entity name included in the documents is exactly as it appears on the records of the Secretary of State, including punctuation and abbreviations. For mergers in which a California corporation or a qualified foreign corporation is a party to the merger, prior to filing please verify the status of the corporation(s) being merged as merger documents **cannot** be filed on behalf of suspended/forfeited corporations. (Revenue and Taxation Code sections [23301](#) and [23775](#).)

TAX CLEARANCE REQUIREMENTS

Unless the surviving entity in the merger is a **California or a qualified/registered foreign** corporation, limited liability company, or limited liability partnership, before the merger documents can be filed, a Tax Clearance Certificate must be issued by the Franchise Tax Board and received by the Secretary of State for each disappearing California or qualified/registered foreign corporation, limited liability company or limited liability partnership.

TAX CLEARANCE REQUIREMENTS (Continued)

The merger documents can be submitted to the Secretary of State's office with a completed Request for Tax Clearance Certificate – Corporations (Form FTB 3555), Exempt Organizations (Form FTB 3555A) or Limited Liability Company or Limited Liability Partnership (Form FTB 3555L), as applicable. The Secretary of State will forward the request to the Franchise Tax Board. If the certificate has been requested but not yet issued, the merger documents may be sent to the Secretary of State with a letter indicating the certificate has been requested. In either circumstance, the Secretary of State will hold the merger documents for a reasonable period of time pending issuance of the Tax Clearance Certificate.

Forms FTB 3555, FTB 3555A and FTB 3555L can be obtained from the Franchise Tax Board's website at <http://www.ftb.ca.gov> or by calling the Franchise Tax Board at 1-800-852-5711. Questions regarding the issuance of a Tax Clearance Certificate or the completion of Forms FTB 3555, FTB 3555A or FTB 3555L should be directed to the Franchise Tax Board at (916) 845-4124 for general corporations, limited liability companies and limited liability partnerships and (916) 845-4171 for exempt corporations. When the Franchise Tax Board issues the certificate, they will send a copy to the customer who requested the certificate and a copy to the Secretary of State for filing with the merger documents.

Note: Effective January 1, 2006, if the surviving entity in a merger is a California or a qualified/registered foreign corporation, limited liability company, or limited liability partnership, a Tax Clearance Certificate is not required for the disappearing entity. (Corporations Code sections [1107.5\(b\)](#), [6020.5\(b\)](#), [8020.5\(b\)](#), [12550.5\(b\)](#), [16915.5\(b\)](#) and [17554.5\(b\)](#).)

ADDITIONAL INFORMATION

If the surviving entity is a foreign limited liability company or foreign other business entity and a California (domestic) limited liability company is one of the disappearing entities: The surviving entity shall file with the Secretary of State (1) an agreement that it may be served in this state in a proceeding for the enforcement of an obligation of any constituent entity and in a proceeding to enforce the rights of any holder of a dissenting interest or dissenting shares in a constituent domestic limited liability company or domestic other business entity; (2) an irrevocable appointment of the Secretary of State as its agent for service of process, and an address to which process may be forwarded; and (3) an agreement that it will promptly pay the holder of any dissenting interest or dissenting share in a constituent domestic limited liability company or domestic other business entity the amount to which that person is entitled under California law. (Corporations Code section [17555\(g\)\(1\)](#), [\(2\)](#) and [\(3\)](#).)

If a disappearing entity is a registered (domestic or foreign) limited liability partnership: The filing of a Certificate of Merger shall have no effect on the registered status of the entity on the records of the Secretary of State's office. To withdraw the registration, a [Notice of Status Change \(Form LLP-4\)](#) must be filed with the Secretary of State. (Corporations Code sections [16954](#) and [16960](#).) Form LLP-4, along with filing information and instructions, is available on the Secretary of State's website at <http://www.ss.ca.gov/business>.

If no California entity is a party to the merger (all parties are foreign entities): The Certificate of Merger may not be filed. If a disappearing entity in the merger is qualified or registered in California, to surrender or cancel the entity, it will be necessary to file a:

- 1) [Certificate of Surrender](#) – for foreign corporations;
- 2) [Certificate of Cancellation \(Form LLC-4/7\)](#) – for foreign limited liability companies;
- 3) [Certificate of Cancellation \(Form LP-4/7\)](#) – for foreign limited partnerships; or
- 4) [Notice of Status Change \(Form LLP-4\)](#) – for foreign limited liability partnerships.

The forms, along with pertinent filing information and instructions, are available on the Secretary of State's website at <http://www.ss.ca.gov/business>.

SIGNATORY REQUIREMENTS

A Certificate of Merger (Form OBE MERGER-1) shall be executed and acknowledged by each constituent other business entity as set forth in Corporations Code section [1113\(g\)\(1\)](#) or [\(2\)](#), [6019.1\(f\)](#), [8019.1\(g\)](#), [12540.1\(g\)](#), [15678.4\(a\)](#), [16915\(b\)](#) or [17552\(a\)](#). The following table clarifies these signatory requirements:

Entity Type	Domestic or Foreign	Signatories
Corporations	Domestic and Foreign	Executed and acknowledged by the chairperson of the board, president or a vice president and also by its secretary or an assistant secretary.
Limited Liability Companies	Domestic	Executed and acknowledged by all managers of the limited liability company (unless a lesser number is specified in the articles of organization or operating agreement).
	Foreign	Executed and acknowledged by one or more managers.
Limited Partnerships	Domestic	Executed and acknowledged by all general partners (unless a lesser number is provided in the certificate of limited partnership or partnership agreement).
	Foreign	Executed and acknowledged by one or more general partners.
General Partnerships and Limited Liability Partnerships	Domestic	Executed and acknowledged by two partners (unless a lesser number is provided in the partnership agreement).
	Foreign	Executed and acknowledged by one or more general partners.
Business Trusts; Real Estate Investment Trusts; Unincorporated Associations	Domestic and Foreign	Executed by those persons required or authorized to execute the certificate of merger by the laws under which that party is organized, specifying for that party the provision of law or other basis for the authority of the signing persons.

If the certificate is signed by an attorney-in-fact, the signature should be followed by the words "attorney-in-fact for (name of the person)."

If the certificate is signed by an entity, the person who signs on behalf of the entity should note their name and position/title, the exact entity name and the entity's relation to the merging entity. Example: If a limited liability company ("Smith LLC") is the manager of a merging limited liability company, the signature of the person signing on behalf of Smith LLC should be reflected as Joe Smith, Manager of Smith LLC, Manager.

If the certificate is signed by a trust, the trustee should sign as follows: _____, trustee for _____ trust (including the date of the trust, if applicable). Example: Mary Todd, trustee of the Lincoln Family Trust (U/T/A 5/1/94).

If a constituent other business entity in the merger is a limited partnership, and the certificate is filed by any person other than the general partner(s), the signature must be followed by the words "signature pursuant to Section _____". (Section [15625\(c\)](#).)

FEES

The fee for filing a Certificate of Merger (Form OBE Merger-1) is as follows:

- Interspecies mergers: \$150.00.
- Mergers involving only limited liability companies: \$70.00.
- Mergers involving only limited partnerships: \$70.00.

A \$15.00 **special handling fee** is applicable for processing documents delivered in person at the public counter in the Sacramento office. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail. Check(s) should be made payable to the Secretary of State.

COPIES

The original and at least two copies of the merger documents should be included with your submittal. The Secretary of State will certify two copies of the filed merger documents without charge, **provided that the copies are submitted to the Secretary of State with the documents to be filed**. Any additional copies submitted will be certified upon request and payment of the \$8.00 per copy certification fee.

WHERE TO FILE

Merger documents are not filed in the regional offices. Documents must be **mailed** or hand-delivered for over-the-counter processing to the Sacramento office at:

Secretary of State
Attention: Document Filing Support Unit
1500 11th Street, 3rd Floor
Sacramento, CA 95814

PLEASE REFER TO THE SECRETARY OF STATE FILE NUMBER(S) WHEN
SUBMITTING DOCUMENTS FOR FILING TO ENSURE PROPER APPLICATION

For easier completion, the Certificate of Merger (Form OBE MERGER-1) is available on the Secretary of State's website at <http://www.ss.ca.gov/business> and can be viewed, filled in and printed from your computer. If you are not completing the form online, please type or legibly print in black or blue ink.

INSTRUCTIONS FOR COMPLETING THE CERTIFICATE OF MERGER (FORM OBE MERGER-1)

For easier completion, this form is available on the Secretary of State's website at <http://www.ss.ca.gov/business> and can be viewed, filled in and printed from your computer. The completed form can be mailed to Secretary of State, Document Filing Support Unit, 1500 11th Street, 3rd Floor, Sacramento, CA 95814 or delivered in person to the Sacramento office. If you are not completing this form online, please type or legibly print in black or blue ink.

Statutory filing provisions are found in California Corporations Code sections [1113\(g\)](#), [6019.1](#), [8019.1](#), [9640](#), [12540.1](#), [15678.4](#), [16915\(b\)](#) and [17552](#). All statutory references are to the California Corporations Code, unless otherwise indicated.

The Certificate of Merger (Form OBE MERGER-1) may be used for mergers between: 1) limited liability companies only, in which a one or more California limited liability companies are a party to the merger; 2) limited partnerships only, in which one or more California limited partnerships are a party to the merger; or 3) other business entities, in which one or more California corporations, limited liability companies, limited partnerships or partnerships (other than limited partnerships) are a party to the merger. [The term "other business entity" is defined in Sections [174.5](#), [5063.5](#), [12242.5](#), [15611\(v\)](#), [16901\(12\)](#) and [17001\(ac\)](#).]

ADDITIONAL FILING REQUIREMENTS: Please refer to the attached "[Certificate of Merger – General Information](#)" document for additional information, fees and requirements for filing a Certificate of Merger.

Complete the Certificate of Merger (Form OBE MERGER-1) as follows:

- Items 1-8.** Enter the following information for the surviving entity (Items 1-4) and the disappearing entity (Items 5-8): The exact name of the entity, the type of entity (e.g., corporation, limited liability company, limited partnership, etc.), the file number issued to the entity by the California Secretary of State (if any), and the jurisdiction (state or country) under which the entity was organized. If more than one entity is disappearing, attach additional pages with the required information.
- Item 9.** This statement is required by statute and must not be altered. If a vote was required pursuant to the applicable law, specify the class and the number of outstanding interests of each class entitled to vote on the merger **and** the percentage vote required for each class. Attach additional pages, if necessary.
- Item 10.** If equity securities of a parent party are to be issued in the merger, check the applicable statement regarding the vote of the shareholders of the parent party. Only one box may be checked.
- Item 11.** If the surviving entity in the merger is a domestic limited liability company, limited partnership or registered general partnership, enter any requisite changes to the information set forth in the surviving entity's Articles of Organization, Certificate of Limited Partnership or Statement of Partnership Authority resulting from the merger, if any, and include the text of each amendment adopted. Attach additional pages, if necessary. (Sections 15678.4, 16915 and 17552.)
- Item 12.** If a disappearing entity in the merger is a domestic limited liability company, limited partnership or partnership, enter the address of the principal place of business of the surviving entity. Item 12 should not be completed when the merger is between entities of the same type where there is a surviving domestic entity (e.g., a disappearing domestic or foreign limited liability company merging into a surviving domestic limited liability company). (Sections 15678.4, 16915 and 17552.)
- Item 13.** Enter any other information required to be stated in the Certificate of Merger by the laws under which each party to the merger was organized. Attach additional pages, if necessary.
- Item 14.** Set forth the statutory authority or other basis under which each foreign corporation or other business entity is authorized by law to effect the merger.
- Item 15.** Enter a valid future effective date of the Certificate of Merger, if any. If none is indicated, the merger shall be effective upon filing with the California Secretary of State, or as otherwise provided by law.
- Item 16.** This statement confirms that attachments to the Certificate of Merger, if any, are incorporated by reference. All attachments should be 8 ½ x 11", one-sided and legible.
- Item 17.** The Certificate of Merger shall be executed and acknowledged by each constituent other business entity as set forth in Sections 1113(g)(1) or (2), 6019.1(f), 8019.1(g), 12540.1(g), 15678.4(a), 16915(b) or 17552(a). If additional signature space is necessary, the acknowledged signature(s) may be made on an attachment to the Certificate of Merger. Note: If a constituent other business entity is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing.



State of California

Secretary of State

CERTIFICATE OF MERGER

(Corporations Code sections 1113(g), 6019.1, 8019.1,
9640, 12540.1, 15678.4, 16915(b) and 17552)

IMPORTANT — Read all [instructions](#) before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY	2. TYPE OF ENTITY	3. CA SECRETARY OF STATE FILE NUMBER	4. JURISDICTION
5. NAME OF DISAPPEARING ENTITY	6. TYPE OF ENTITY	7. CA SECRETARY OF STATE FILE NUMBER	8. JURISDICTION

9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.

SURVIVING ENTITY

CLASS AND NUMBER **AND** PERCENTAGE VOTE REQUIRED

DISAPPEARING ENTITY

CLASS AND NUMBER **AND** PERCENTAGE VOTE REQUIRED

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

☐ No vote of the shareholders of the parent party was required. ☐ The required vote of the shareholders of the parent party was obtained.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

PRINCIPAL ADDRESS OF SURVIVING ENTITY CITY AND STATE ZIP CODE

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.	15. FUTURE EFFECTIVE DATE, IF ANY ____ - ____ - ____ (Month) (Day) (Year)
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16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing: _____